

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ERIC FORSYTHE, et al.,

Plaintiffs,

v.

SUN LIFE FINANCIAL, INC., ET AL.,

Defendants.

No. 04-10584-GAO

Consolidated Cases Nos.:

04-10764-GAO

04-11019-GAO

**DEFENDANTS' MOTION TO DISMISS
THE CONSOLIDATED AMENDED COMPLAINT**

Pursuant to Federal Rule of Civil Procedure 12(b)(6) and the Securities Litigation Uniform Standards Act, defendants hereby move to dismiss the Consolidated Amended Complaint (the "Complaint") against them.

As set forth in the accompanying memorandum of law, the Complaint does not state a claim against defendants under Sections 34(b), 36(a), 36(b), or 48(a) of the Investment Company Act, Section 215 of the Investment Advisers Act, or state law. Defendants also rely on and incorporate the arguments set forth in the Memorandum of Law In Support of Defendants' Motion to Dismiss Plaintiffs' Complaint, filed separately in Dumond v. Massachusetts Financial Services, Co., C.A. No. 04-11458-GAO.

REQUEST FOR ORAL ARGUMENT

Defendants respectfully request oral argument pursuant to Local Rule 7.1(D).

WHEREFORE, defendants respectfully request that this Court:

- (i) dismiss the Complaint in its entirety with prejudice, without leave to re-plead, and enter judgment for defendants and against plaintiffs on all claims;

- (ii) grant oral argument; and
- (iii) grant such further relief as may be just and proper.

Respectfully Submitted,

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Financial Services Co., and MFS Fund
Distributors, Inc.,

By their attorneys,

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April 15, 2005

CERTIFICATE OF COMPLIANCE WITH LOCAL RULE 7.1(a)(2)

Counsel for the MFS defendants certifies that she has conferred with plaintiffs' counsel in a good faith attempt to resolve or narrow the issues raised in this Motion, but has been unable to do so.

/s/ Amanda P. Masselam
Amanda P. Masselam